

**DENMAN TIRE LLC**  
**(a Delaware limited liability company)**

Action Taken by the Managing Member Without a Meeting

The undersigned, being the Managing Member of Denman Tire LLC, a Delaware limited liability company (the "Company"), pursuant to the Company's Operating Agreement, hereby waives all notice of the time, place and purposes of a meeting of the members of the Company, and hereby consents and agrees to the adoption of the following resolutions:

RESOLVED, that it is desirable and in the best interests of the Company, its creditors, members and other interested parties that the Company seek the protections of Chapter 7 of the Bankruptcy Code, 11 U.S.C. § 101 *et. seq.*;

RESOLVED, that Pensler Capital Powder Corp., the Managing Member, is authorized, empowered and directed, in the name and on behalf of the Company (each an "Authorized Officer"), to execute, acknowledge, verify and deliver a petition pursuant to Chapter 7 of the Bankruptcy Code, 11 U.S.C. Section 101 *et. seq.* and to cause the same to be filed with the United States Bankruptcy Court, Northern District of Ohio (the "Bankruptcy Court") on behalf of the Company at such time as the Authorized Officer executing the petition shall deem it advisable in her or his sole discretion;

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered and directed to execute, acknowledge, verify and file such other instruments, schedules and other papers, and to take any and all other action that he or she in so acting, may deem necessary or proper to carry out the Company's Chapter 7 case;

RESOLVED, that the law firm of Friedman & Rummell Co., L.P.A., hereby is, employed as counsel on behalf of the Company under a general retainer for the purpose of representing the Company in the Company's Chapter 7 case;

RESOLVED, that the Authorized Officer be, and hereby is, authorized, empowered and directed to employ other counsel and professionals of his choice to the extent necessary and to enter into such fee arrangements for payment of such counsel and professionals as deemed appropriate to further the Company's Chapter 7 case, including the delivery of retainers at the expense of the Company, subject to approval, if required, of the Bankruptcy Court;

RESOLVED, connection with the commencement of the Chapter 7 case by the Company, the Authorized Officer be, and hereby is, authorized, empowered and directed to take such action and to execute and deliver each agreement, instrument or document to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, in each case subject to approval by the Managing Member and, if required, the Bankruptcy Court;

DELI 74319-3

RESOLVED, that the Authorized Officer and any such other person who the Managing Member may designate as an Authorized Officer from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the judgment of any such officer shall be necessary, proper, and desirable to effectuate a successful Chapter 7 case subject to any required Managing Member approval;

RESOLVED, that the Authorized Officer is authorized and empowered to certify the passage of the foregoing resolutions; and

RESOLVED, that the proper officers and the Managing Member of the Company be, and they hereby are, authorized and directed to take all such further action and to execute and deliver all such further agreements, instruments and documents in the name and on behalf of the Company and under the Company seal or otherwise, and to pay all such expenses and taxes, as in their judgment shall be necessary, proper and advisable in order fully to carry out the intent and accomplish the purposes of all the foregoing resolutions, and each of them.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 19<sup>th</sup> day of March 2010.

PENSLER CAPITAL POWDER CORP.

By: 

Name: Sanford N. Pensler

Title: President